

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

LEHMAN BROTHERS HOLDINGS INC.,
et al.

Case No. 08-13555 (JMP)

(Jointly Administered)

Debtors.

-----X

**ORDER (I) COMPELLING LEHMAN BROTHERS HOLDINGS INC. TO
COMPLY WITH ITS LENDING OBLIGATIONS OR ALTERNATIVELY,
(II) GRANTING 1407 BROADWAY REAL ESTATE LLC AND PGRS 1407
BWAY LLC RELIEF FROM THE AUTOMATIC STAY**

Upon the motion (the “Motion”) of 1407 Broadway Real Estate LLC (“1407 Broadway”) and its asset and development manager, PGRS 1407 BWAY LLC (“PGRS 1407” and together with 1407 Broadway, the “Movants”), pursuant to sections 105(a), 362(d) and 365 of title 11 of the United States Code (the “Bankruptcy Code”) for entry of an order compelling debtor Lehman Brothers Holdings Inc. (“Lehman”) to comply with its obligations to lend under the Loan Agreement, or alternatively, granting the Movants relief from the automatic stay, as and to the extent necessary to declare Lehman in default of the Loan and all related documents, suspend payments under the Loan, seek a replacement senior lender for the remaining unfunded portion of the Loan, and pursue other remedies; and good and sufficient notice of the Motion having been given; and due deliberation having been had; and upon the Motion and the exhibits thereto, the hearing before this Court, and the full record in these cases; and good and sufficient cause appearing for the relief requested in the Motion¹; it is

¹ Capitalized terms that are not defined in this Order shall have the meanings ascribed to such terms in the Motion.

ORDERED, that the Motion is hereby granted; and it is further

ORDERED, that Lehman shall loan \$2,019,201.29 (the "Advance") to 1407 Broadway, as required by the Loan Agreement and consistent with past fundings thereunder, within ten (10) business days of the date of this Order; and it is further

ORDERED, that thereafter Lehman shall continue to fulfill its funding obligations under the Loan Agreement unless and until such time as the Loan Agreement is rejected or terminates pursuant to its terms; and it is further

ORDERED, that if Lehman fails to timely make the Advance, then on the eleventh (11th) business day from the date hereof, the automatic stay of 11 U.S.C. § 362(a) shall be modified without further Order of this Court, to the full extent necessary to permit the Movants to declare Lehman in default of the Loan and all related documents, suspend payments under the Loan, seek a replacement senior lender for the remaining unfunded portion of the Loan, and pursue other remedies.

Dated: New York, New York
March ___, 2009

UNITED STATES BANKRUPTCY JUDGE